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FORM D **UNITED STATES** OMB Number: 3235-0076 SECURITIES AND EXCHANGE FOMMISSION Expires: November 30, 2005 Washington, DC 20549 Estimated Average burden hours per response 16.00 FORM D SEC USE ONLY Serial NOTICE OF SALE OF SECURIT DATE RECEIVED PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION Name of Offering (: check if this is an amendment and name has changed, and indicate change.) **Limited Partnership Interests** Filing Under (Check box(es) that apply): : Rule 504: Rule 505 Rule 506 : Section 4(6) : ULOE ☐ Amendment Type of Filing: ■ New Filing A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer (: check if this is an amendment and name has changed, and indicate change.) Guidance Balanced Long/Short Fund, L.P. (Number and Street, City, State, Zip Code) Address of Executive Offices Telephone Number (Including Area Code) P.O. Box 111, 700 Rockland Road, Rockland, DE 19732 302-573-5087 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) Brief Description of Business Investment Fund Type of Business Organization : corporation limited partnership, already formed : other (please specify): : business trust : limited partnership, to be formed Month Year 0 Actual Actual or Estimated Date of Incorporation or Organization: Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for State: CN for Canada; FN for other foreign jurisdiction)

A. BASIC IDENTIFICATION DATA
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers.
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer: Director General and/or Managing Partner
Full Name (Last name first, if individual) Guidance Capital GP, LLC
Business or Residence Address (Number and Street, City, State, Zip Code) P.O. Box 111, 700 Rockland Road, Rockland, DE 19732
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director: General and/or Managing Partner Member of the General Partner
Full Name (Last name first, if individual) Ziv, Brian C.
Business or Residence Address (Number and Street, City, State, Zip Code) 30 S. Wacker Drive, Suite 2306, Chicago, IL 60606
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director: General and/or Managing Partner Member of the General Partner
Full Name (Last name first, if individual) Elliman, D. Trowbridge III
Business or Residence Address (Number and Street, City, State, Zip Code) P.O. Box 111, 700 Rockland Road, Rockland, DE 19732
Check Box(es) that Apply: : Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Member of the General Partner
Full Name (Last name first, if individual) Rosoff, Jacob
Business or Residence Address (Number and Street, City, State, Zip Code) 30 S. Wacker Drive, Suite 2306, Chicago, IL 60606

A. BASIC IDENTIFICATION DATA- continued
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers.
Check Box(es) that Apply: Promoter : Beneficial Owner : Executive Officer : Director : General and/or Managing Partner : Member of the General Partner
Full Name (Last name first, if individual) Walvoord, Christopher
Business or Residence Address (Number and Street, City, State, Zip Code) 30 S. Wacker Drive, Suite 2306, Chicago, IL 60606
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director: General and/or Managing Partner Member of the General Partner
Full Name (Last name first, if individual) Brick, Barry
Business or Residence Address (Number and Street, City, State, Zip Code) P.O. Box 111, 700 Rockland Road, Rockland, DE 19732
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director: General and/or Managing Partner Member of the General Partner
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Member of the General Partner
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)

				В. 3	INFORM.	ATION ABO	OUT OFFER	ING				
											Yes	No
1.	Has the issu		does the issue Iso in Append					is offering?			:	
2.	Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual? *Subject to waiver in the sole discretion of the General Partner.										\$1,000,000*	
3.										Yes	No	
4.	If a person or states, lis	or similar to be listed at the name	requested for remuneration is an associate of the broker ay set forth th	for solicitated person of dealer.	ition of pur or agent of If more tha	rchasers in c a broker or o n five (5) pe	onnection wit lealer register rsons to be lis	th sales of second with the S	curities in th SEC and/or v	e offering.	•	:
Full	Name (Last r	name first, i	f individual)									
Busi	ness or Resid	ence Addre	ss (Number a	nd Street, C	City, State,	Zip Code)						
Nam	e of Associat	ed Broker o	or Dealer									
			d Has Solicite			Purchasers						
(Che		s" or check [AZ]	individual Sta [AR]	ates) [CA]	[CO]	[CT]	[DE]	[DC]	[FL]	:A [GA]	Il States [HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT		[NV]	[NH]	[נא]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Fuli	Name (Last	name first,	if individual)					·			
Busi	ness or Resid	lence Addre	ss (Number a	nd Street. (City. State.	Zip Code)						
Busi	ness or Resid	lence Addre	ss (Number a	nd Street, C	City, State,	Zip Code)			· · · · · · · · · · · · · · · · · · ·			
	ness or Resid		·	nd Street, C	City, State,	Zip Code)						
Nam State	e of Associa	ted Broker o	or Dealer d Has Solicite	d or Intend	s to Solicit	Purchasers						
Nam State	e of Associa es in Which F eck "All State	ted Broker o	or Dealer	d or Intend	s to Solicit	Purchasers	[DE]	[DC]	[FL]	:A	.ll States [HI]	[ID]
Nam State (Che	e of Associates in Which Fock "All State [AK]	ted Broker of Person Listers" or check	or Dealer d Has Solicite individual St	d or Intend	s to Solicit	Purchasers						[ID]
Nam State (Che [AL]	e of Associates in Which Fock "All State [AK]	ed Broker of Person Listers" or check [AZ]	or Dealer d Has Solicite individual St [AR]	d or Intendates)[CA]	s to Solicit	Purchasers [CT]	[DE]	[DC]	[FL]	[GA]	[HI]	
Nam State (Che [AL]	e of Associates in Which Fock "All State [IN] [IN]	eed Broker of Person Lister's" or check [AZ]	or Dealer d Has Solicite individual St [AR]	d or Intend ates) [CA]	s to Solicit [CO] [LA]	Purchasers [CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA]	[HI] [MS]	[MO]
Name State (Che [AL] [IL] [MT [RI]	e of Associates in Which Fock "All State [IN] [IN]	eed Broker of Person Lister's" or check [AZ] [IA] [NV] [SD]	or Dealer d Has Solicite individual St [AR] [KS] [NH]	d or Intendates)	s to Solicit [CO] [LA] [NM]	Purchasers [CT] [ME] [NY]	[DE] [MD] [NC]	[DC] [MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	[MO]
Nam State (Che [AL] [IL] [MT [RI]	e of Associates in Which Fock "All State [IN] [IN] [NE] [SC] Name (Last in	erson Lister's" or check [AZ] [IA] [NV] [SD]	or Dealer d Has Solicite individual St [AR] [KS] [NH]	d or Intendates)	s to Solicit [CO] [LA] [NM] [UT]	Purchasers [CT] [ME] [NY] [VT]	[DE] [MD] [NC]	[DC] [MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	[MO]
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Nammer State (Che [AL] [IL] [MT [RI]] Full Busi	e of Associates in Which Feck "All State [IN] [IN] [SC] Name (Last range of Associates in Which Feck	eed Broker of Person Listers" or check [AZ] [IA] [NV] [SD] name first, independent of the Broker of Person Listers of the Broker of the Broke	or Dealer d Has Solicite individual St [AR] [KS] [NH] [TN] f individual) ess (Number a or Dealer d Has Solicite	d or Intendates)	[CO] [LA] [NM] [UT] City, State,	Purchasers [CT] [ME] [NY] [VT] Zip Code)	[DE] [MD] [NC]	[DC] [MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[MO]
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Namm State (Che [AL] [IL] [MT [RI] Full Busi Namm State (Che [AL]	es in Which Feck "All State [IN] [SC] Name (Last rates of Associate of Associates in Which Feck "All State [IN] [SC] [SC] [SC] [SC] [SC] [SC] [SC] [SC	eed Broker of Person Listers" or check [AZ] [IA] [NV] [SD] mame first, in the length of the Broker of Person Listers" or check [AZ]	or Dealer d Has Solicite individual St [AR] [KS] [NH] [TN] f individual) sss (Number a or Dealer d Has Solicite individual St [AR]	d or Intendates)	[CO] [LA] [NM] [UT] City, State,	Purchasers [CT] [ME] [NY] [VT] Zip Code) Purchasers [CT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[MO] [PA] [PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box 0 and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Type of Security Offering Price Already Sold Debt..... Equity..... Common : Preferred Convertible Securities (including warrants)..... Partnership Interests Unlimited \$64,000,000 Other (Specify ______) Total Unlimited \$64,000,000 Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases \$64,000,000 Accredited Investors. 0 Non-Accredited Investors \$0 If this filing is an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of Dollar Amount Type of Offering Security Sold Rule 505..... Regulation A Rule 504 Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. \$ Transfer Agent's Fees Printing and Engraving Costs.... Legal Fees \$ Accounting Fees \$ Sales Commission (specify finders' fees separately) Other Expenses (identify)..... \$ Total

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES	AND USE OF PRO	CEEDS			
 Enter the difference between the aggregate offering price given in response to P Question 1 and total expenses furnished in response to Part C - Question 4.a. difference is the "adjusted gross proceeds to the issuer." 	This	\$ <u>64,000,000</u>			
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or propo be used for each of the purposes shown. If the amount for any purpose is not known furnish an estimate and check the box to the left of the estimate. The total of the pay listed must equal the adjusted gross proceeds to the issuer set forth in response to Pa Question 4.b above.	nown, ments	to			
	Officers Directors, Affiliate	, and			
Salaries and fees	: \$. \$			
Purchase of real estate	: \$: s			
Purchase, rental or leasing and installation of machinery and equipment	: \$: \$			
Construction or leasing of plant buildings and facilities		: \$			
Acquisition of other businesses (including the value of securities involved in this offerin may be used in exchange for the assets or securities of another issuer pursuant to a merger)	g that) : \$: \$			
Repayment of indebtedness	: \$: \$			
Working capital	: \$: \$			
Other (specify): Investment and reinvestment	\$	\$ <u>64,000,000</u>			
	 : \$: \$			
Column Totals	: \$0	: \$ <u>64,000,000</u>			
Total Payments Listed (column totals added)	:	: \$ <u>64,000,000</u>			
D. FEDERAL SIGNATURE					
The issuer has duly caused this notice to be signed by the undersigned duly authorized processing following signature constitutes an undertaking by the issuer to furnish to the U.S. Secur request of its staff, the information furnished by the issuer to any non-accredited investor	ities and Exchange Co	ommission, upon written			
Issuer (Print or Type) Signature		Date			
Guidance Balanced Long/Short Fund, L.P.		October 19, 2005			
Name of Signer (Print or Type) Barry Brick Title of Signer (Print or Type) Member of the General Partner					
•					